



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: May 07, 2014.

TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In Re:

FIRED UP, INC.

Debtor.

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Case No. 14-10447-tmd
(Chapter 11)

FINAL ORDER ON
EMERGENCY MOTION PURSUANT TO 11 U.S.C. § 363 FOR AUTHORITY TO USE,
SELL, OR LEASE CASH COLLATERAL IN THE ORDINARY COURSE, PROVIDE
ADEQUATE PROTECTION AND FOR PRELIMINARY HEARING

CAME ON TO BE HEARD on May 1, 2014, the final hearing on Debtor's Emergency Motion Pursuant to 11 U.S.C. §363 for Authority to Use, Sell or Lease, Cash Collateral in the Ordinary Course and Provide Adequate Protection. The Court finds that it should enter the following order.

IT IS THEREFORE ORDERED AS FOLLOWS:

1. The Debtor is hereby authorized to use cash collateral to pay its usual and necessary operating expenses as set forth on the attached budget through July 30, 2014. Debtor

- may request that such order be extended.
2. All parties with an interest in cash collateral are granted a replacement lien to the same extent, priority and validity as their pre-petition liens.
 3. The authorization to use cash collateral shall specifically include payment of U.S. Trustee fees.

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Order Submitted By:

Stephen W. Sather
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Austin, TX 78701

EXHIBIT 1a

Fired Up, Inc. dba Johnny Carino's						
Summary of All Units						
Four Month Budget -18 weeks CASH BASIS						
	5 Week	4 Week	4 Week	5 Week		
	Period Ended	Period Ended	Period Ended	Period Ended		
Summary of All Units	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total	%
Beginning Balance Cash						
Guest Counts	618,910	524,790	486,768	567,139	2,197,608	
Food Sales	8,069,479	6,845,166	6,354,827	7,406,794	28,676,265	84.8%
Beverage Sales	574,275	487,318	451,601	525,999	2,039,193	6.0%
Food & Beverage Sales	8,643,754	7,332,484	6,806,428	7,932,793	30,715,459	90.8%
Liquor Sales	320,177	270,931	251,544	291,770	1,134,422	3.4%
Beer Sales	161,552	136,815	127,177	147,947	573,492	1.7%
Wine Sales	389,934	331,117	307,724	358,242	1,387,016	4.1%
Total Alcohol Sales	871,663	738,863	686,444	797,959	3,094,929	9.2%
Gross Sales	9,515,417	8,071,347	7,492,872	8,730,752	33,810,388	100.0%
Food Comps	871,874	741,581	686,879	798,892	3,099,226	9.2%
Alcohol Comps	0	0	0	0	0	0.0%
Employee Discounts	64,333	54,546	50,804	58,825	228,508	0.7%
BOGs	8,618	7,268	6,657	7,629	30,172	0.1%
Coupons	82,956	70,643	65,801	77,179	296,580	0.9%
Guest Loyalty	30,511	25,793	23,847	27,778	107,928	0.3%
Total Comps	1,058,293	899,831	833,987	970,304	3,762,415	11.1%
Net Sales	8,457,124	7,171,516	6,658,885	7,760,448	30,047,973	88.9%
Meat	237,876	201,785	187,331	218,341	845,334	2.9%
Seafood	146,230	124,044	115,158	134,221	519,652	1.8%
Poultry	269,805	228,870	212,475	247,648	958,797	3.3%
Produce	242,452	205,666	190,934	222,541	861,593	3.0%
Dairy	282,432	239,581	222,419	259,238	1,003,669	3.5%
Bakery	168,707	143,110	132,859	154,852	599,528	2.1%
Pasta	155,700	132,077	122,616	142,913	553,305	1.9%
Sauces	141,605	120,120	111,516	129,976	503,217	1.8%
Oils	83,141	70,526	65,474	76,313	295,454	1.0%
Desserts	59,731	50,669	47,039	54,826	212,265	0.7%
Other Food	314,710	266,961	247,838	288,865	1,118,374	3.9%
Other	0	0	0	0	0	0.0%
Total Food Cost	2,102,386	1,783,409	1,655,659	1,929,734	7,471,188	26.1%
NA Beverage	101,647	86,255	79,933	93,102	360,937	17.7%
Total Food & Beverage Costs	2,204,033	1,869,665	1,735,592	2,022,835	7,832,125	25.5%
Liquor	54,110	45,787	42,511	49,309	191,717	16.9%
Beer	57,351	48,569	45,148	52,521	203,590	35.5%
Wine	134,524	114,232	106,162	123,590	478,508	34.5%
Total Alcohol Costs	245,985	208,589	193,821	225,421	873,815	28.2%
Total Cost of Sales	2,450,018	2,078,254	1,929,413	2,248,256	8,705,940	25.7%
Hostess	103,559	87,892	81,862	95,396	368,710	1.1%
Foodserver	258,167	219,450	204,166	238,938	920,722	2.7%
Tender	98,431	83,642	77,666	90,097	349,836	1.0%
Bartender	73,679	62,613	58,231	68,129	262,652	0.8%
Curbside/To Go	53,092	45,073	41,964	48,368	188,497	0.6%
Catering	65,427	55,574	51,659	59,936	232,597	0.7%
Dining Room Expo	0	0	0	0	0	0.0%
Key Staff	38,825	33,104	30,384	35,509	137,822	0.4%
Dining Room Training	46,442	39,344	36,642	42,823	165,251	0.5%
Total Dining Room Labor	737,622	626,693	582,575	679,196	2,626,086	7.8%
Kitchen	829,617	703,881	653,355	761,754	2,948,607	8.7%
Steward	198,824	168,726	156,458	182,279	706,286	2.1%
Kitchen Training	19,700	16,742	15,675	18,363	70,479	0.2%
Total Kitchen Labor	1,048,140	889,349	825,488	962,395	3,725,372	11.0%
Meetings	9,932	8,413	7,808	9,128	35,280	0.1%
Total Wages	1,795,694	1,524,455	1,415,871	1,650,719	6,386,739	18.9%

Summary of All Units	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total	%
MIT/Incentive Credits	0	0	0	0	0	0.0%
Manager Salaries	568,690	454,952	454,952	568,690	2,047,285	6.1%
Total Manager Salaries	568,690	454,952	454,952	568,690	2,047,285	6.1%
Staff Incentives	560	448	448	560	2,015	0.0%
Payroll Taxes	378,978	321,395	298,813	348,228	1,347,414	4.0%
Total Labor Expense	2,743,922	2,301,250	2,170,083	2,568,197	9,783,453	28.9%
Rebates	(35,284)	(28,227)	(28,227)	(35,284)	(127,022)	-0.4%
Fuel Charge	6,988	5,935	5,679	6,504	25,106	0.1%
Inventory Reserve Adjustment	0	0	0	0	0	0.0%
Supplies	108,208	92,141	85,316	99,968	385,634	1.1%
Catering Supplies	32,972	27,906	25,861	29,997	116,736	0.3%
China	11,482	9,742	8,964	10,465	40,654	0.1%
Glassware	5,818	4,939	4,534	5,297	20,588	0.1%
Silverware	8,679	7,381	6,817	7,921	30,799	0.1%
TakeOut	82,696	70,156	65,205	75,722	293,778	0.9%
Chemicals	50,679	43,257	40,037	46,760	180,734	0.5%
Supply Rebates	0	0	0	0	0	0.0%
Uniforms	5,392	5,392	5,392	5,392	21,566	0.1%
Tableware / Menus	2,393	2,393	2,393	2,393	9,573	0.0%
Linen	55,422	46,817	43,439	50,731	196,409	0.6%
Total Restaurant Expense	335,445	287,831	265,410	305,866	1,194,553	3.5%
Telephone Expense	36,116	36,116	36,116	36,116	144,464	0.4%
WC Insurance - Fixed	22,500	22,500	22,500	22,500	90,000	0.3%
WC Insurance - Variable	5,000	5,000	5,000	5,000	20,000	0.1%
Fixed Rental	35,425	28,340	28,340	35,425	127,528	0.4%
Exterminator Expense	12,514	10,011	10,011	12,514	45,050	0.1%
R&M Variable - Electrical	12,152	10,312	9,568	11,060	43,092	0.1%
R&M Variable - Plumbing	16,893	14,314	13,222	15,375	59,803	0.2%
R&M Variable - HVAC	5,455	4,658	4,377	5,067	19,557	0.1%
R&M Variable - Equipment	61,499	51,985	47,866	56,352	217,702	0.6%
R&M Variable - Other	29,642	25,201	23,174	27,096	105,114	0.3%
Janitorial	61,015	52,038	48,476	56,391	217,920	0.6%
Maint Contracts	100,399	100,399	100,399	100,399	401,595	1.2%
Utilities Expense - Electric	170,701	161,677	188,439	200,284	721,100	2.1%
Utilities Expense - Water	58,411	58,411	58,411	58,411	233,643	0.7%
Utilities Expense - Gas	78,225	78,225	78,225	78,225	312,902	0.9%
Security Expense	18,108	18,108	18,108	18,108	72,433	0.2%
Total Facility Expense	724,054	677,296	692,232	738,323	2,831,905	8.4%
Office Expense	9,864	9,864	9,864	9,864	39,458	0.1%
Credit Card Chargebacks	627	627	627	627	2,508	0.0%
Bad Debt	0	0	0	0	0	0.0%
Misc/Delivery/Customer Relations	899	899	899	899	3,596	0.0%
Sales Tax	13,707	11,680	10,832	12,625	48,843	0.1%
Dues and Subscriptions Exp	320	320	320	320	1,280	0.0%
Community Interaction	4,129	4,129	4,129	4,129	16,516	0.0%
Parking Expense	0	0	0	0	0	0.0%
Misc. Income	(26,893)	(22,813)	(21,029)	(24,592)	(95,326)	-0.3%
Gift Certificates	2,025	2,025	2,025	2,025	8,100	0.0%
Petty Cash Expense	0	0	0	0	0	0.0%
Total Other Expenses	4,678	6,732	7,667	5,897	24,974	0.1%
Total Controllable Expense	6,258,117	5,351,363	5,064,805	5,866,540	22,540,825	66.7%
Net Operating Income	2,199,007	1,820,153	1,594,079	1,893,908	7,507,148	22.2%
Vacation Pay	16,066	13,594	12,613	14,584	56,856	0.2%
Staff Benefits	1,735	1,388	1,388	1,735	6,247	0.0%
Manager Bonus	73,370	58,696	58,696	73,370	264,130	0.8%
Manager Benefits	78,692	66,900	62,516	72,756	280,864	0.8%
Total Bonus & Benefits	169,863	140,578	135,213	162,444	608,098	1.8%
Credit Card Fees	151,386	128,297	119,237	139,042	537,962	1.6%
Marketing	63,399	53,807	49,998	58,289	225,493	0.7%
Liquor Tax	44,614	37,799	34,980	40,438	157,830	0.5%
Non-Controllable Misc. Exp	692	692	692	692	2,769	0.0%
Licenses Expense	7,100	7,100	7,100	7,100	28,399	0.1%
Bank Charges	3,420	3,420	3,420	3,420	13,680	0.0%
Other Insurance Expense	60,750	60,750	60,750	60,750	243,000	0.7%
Non-Controllable G&A Expense	331,361	291,864	276,177	309,731	1,209,132	3.6%

Summary of All Units	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total	%
Rent or Lease Expense	643,780	643,780	643,780	643,780	2,575,119	7.6%
Property Tax	156,325	156,325	156,325	156,325	625,301	1.8%
Total Other Non-Controllable	800,105	800,105	800,105	800,105	3,200,420	9.5%
Interest Expense	0	0	0	0	0	0.0%
Depreciation Expense	209,259	167,407	167,407	209,259	753,332	2.2%
Net Income from Operations	688,420	420,199	215,177	412,369	1,736,165	5.1%
Add Back Non-Cash Items:						
Depreciation	209,259	167,407	167,407	209,259	753,332	2.2%
Property Taxes	156,325	156,325	156,325	156,325	625,301	1.8%
Coke Supply Rebate (paid upfront in Jan)	(35,284)	(28,227)	(28,227)	(35,284)	(127,022)	-0.4%
Operating Cash Flow	1,018,720	715,704	510,682	742,670	2,987,776	8.8%
Less G&A	457,867	407,126	407,126	447,542	1,719,660	5.1%
Net Cash Flow	560,853	308,578	103,557	295,128	1,268,115	3.8%
Add Beginning Cash Balance as of filing March 27, 2014	800,045				800,045	
Add Estimated increase in cash from pre-petition invoices not paid		874,036			874,036	
Less Estimated Capital expenditures	(25,000)	(20,000)	(20,000)	(20,000)	(85,000)	
Less Anticipated deposits to utility companies		(100,000)	(100,000)	(100,000)	(300,000)	
Less 2013 Property Taxes Due-open stores only (CO, KS, ID)	(44,599)	(23,293)	(16,812)		(84,703)	
Less Annual Texas Franchise Tax due May 15, 2014		(261,515)			(261,515)	
Projected Cash	800,045	1,365,290	(96,229)	(33,255)	175,128	2,210,979

EXHIBIT 1b

Fired Up, Inc. dba Johnny Carino's
General & Administrative - Corporate Level
Four Month Budget -18 weeks - CASH BASIS

	5 Week	4 Week	4 Week	5 Week	
	Period Ended	Period Ended	Period Ended	Period Ended	
	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total
Projected G&A					
Royalties	225,000	190,000	190,000	225,000	830,000
Total Franchise Revenue	225,000	190,000	190,000	225,000	830,000
Corporate Compensation	115,714	95,971	95,971	115,714	423,369
Operations Compensation	140,240	112,192	112,192	140,240	504,865
Bonuses	20,000	16,000	16,000	20,000	72,000
Payroll Taxes	19,317	15,691	15,691	19,317	70,016
Vacation	19,000	19,000	19,000	19,000	76,000
Employee Benefits	1,300	1,300	1,300	1,300	5,200
G&A - Compensation	315,571	260,155	260,155	315,571	1,151,451
Airfare	4,300	4,300	4,300	4,300	17,200
Lodging	9,000	9,000	9,000	9,000	36,000
Meals	2,200	2,200	2,200	2,200	8,800
Mileage/Gas/Parking	12,900	12,900	12,900	12,900	51,600
Auto Rental	1,300	1,300	1,300	1,300	5,200
Car Allowance	9,500	9,500	9,500	9,500	38,000
Entertainment / Gifts					-
G&A - T&E	39,200	39,200	39,200	39,200	156,800
					-
Bank charges	12,500	12,500	12,500	12,500	50,000
Gift Card Fees	2,500	2,500	2,500	2,500	10,000
Insurance	70,000	70,000	70,000	70,000	280,000
Misc Exps	100	100	100	100	400
Closed Store Expenses	60,000	30,000	30,000	30,000	150,000
G&A - Finance	145,100	115,100	115,100	115,100	490,400
					-
Charitable Contributions					-
Computer/IT Expenses	15,000	15,000	15,000	15,000	60,000
Dues & Subscriptions	483	483	483	483	1,933
Licenses	167	167	167	167	667
Research and Development	300	300	300	300	1,200
Franchise Exps	-	-	-	-	-
Corporate Rebates	(2,000)	(2,000)	(2,000)	(2,000)	(8,000)
G&A - General	13,950	13,950	13,950	13,950	55,800

Fired Up, Inc. dba Johnny Carino's
General & Administrative - Corporate Level
Four Month Budget -18 weeks - CASH BASIS

	5 Week Period Ended April 30, 2014	4 Week Period Ended May 28, 2014	4 Week Period Ended June 25, 2014	5 Week Period Ended July 30, 2014	Total
Rent	3,333	3,333	3,333	3,333	13,332
Property Taxes	-	-	-	-	-
Utilities	1,000	1,000	1,000	1,000	4,000
Telephone/Internet	6,500	6,500	6,500	6,500	26,000
R&M Variable	-	-	-	-	-
Fixed Rental	3,500	3,500	3,500	3,500	14,000
Freight & Postage	2,400	2,400	2,400	2,400	9,600
Office Expenses	8,000	8,000	8,000	8,000	32,000
G&A - Facilities	24,733	24,733	24,733	24,733	98,932
Marketing	-	-	-	-	-
Corporate Menu Expenses	5,000	5,000	5,000	5,000	20,000
G&A - Marketing	5,000	5,000	5,000	5,000	20,000
Accounting Expenses	5,000	5,000	5,000	5,000	20,000
Contract Maintenance Fees	6,653	6,653	6,653	6,653	26,612
Legal and Professional Expense	100,000	100,000	100,000	100,000	400,000
United States Trustee	325	-	-	20,000	20,325
G&A - Professional Fees	111,978	111,653	111,653	131,653	466,937
Personal Development					-
Meetings / Seminars	500	500	500	500	2,000
Relocation Expense	8,000	8,000	8,000	8,000	32,000
Training Expenses	1,000	1,000	1,000	1,000	4,000
Recruiting	2,500	2,500	2,500	2,500	10,000
Bonuses-Mgr Training	-	-	-	-	-
MIT Salaries	15,000	15,000	15,000	15,000	60,000
401K-Employer Matching	335	335	335	335	1,340
G&A - People	27,335	27,335	27,335	27,335	109,340
Total General and administrative	682,867	597,126	597,126	672,542	2,549,660
(Gain)loss sale of assets	-	-	-	-	-
Amortization Expense	93	93	93	93	372
Corporate Depreciation	14,780	14,780	14,780	14,780	59,120
Total Deprecuation and Amortiza	14,873	14,873	14,873	14,873	59,492

Fired Up, Inc. dba Johnny Carino's
General & Administrative - Corporate Level
Four Month Budget -18 weeks - CASH BASIS

	5 Week	4 Week	4 Week	5 Week	
	Period Ended	Period Ended	Period Ended	Period Ended	
	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total
Interest Expense (corp only)					
Interest Income	-	-	-	-	-
Interest expense, net	-	-	-	-	-
State Tax expense					-
Total G&A	472,740	421,999	421,999	462,415	1,779,152
G&A less Depr	457,867	407,126	407,126	447,542	1,719,660

Fired Up, Inc. dba Johnny Carino's
General & Administrative - Corporate Level
Four Month Budget -18 weeks - CASH BASIS

5 Week	4 Week	4 Week	5 Week	
Period Ended	Period Ended	Period Ended	Period Ended	
April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total

Less: Estiamted Acpital Expe (20,000) (20,000) (20,000) (85,000)